

State of Idaho

Department of State

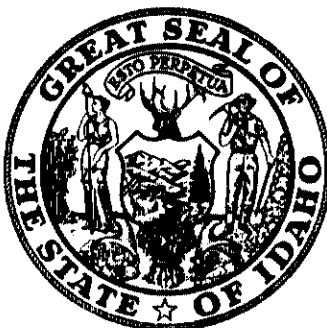
CERTIFICATE OF INCORPORATION OF

MTD, INC.

I, PETE T. CENARRUSA, Secretary of State of the State of Idaho, hereby certify that duplicate originals of Articles of Incorporation for the incorporation of the above named corporation, duly signed pursuant to the provisions of the Idaho Business Corporation Act, have been received in this office and are found to conform to law.

ACCORDINGLY and by virtue of the authority vested in me by law, I issue this Certificate of Incorporation and attach hereto a duplicate original of the Articles of Incorporation.

Dated: December 7, 1992



Pete T. Cenarrusa
SECRETARY OF STATE

By *Valerie Taylor*

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SECRETARY OF STATE

**ARTICLES OF INCORPORATION
OF
MTD, INC.**

KNOW ALL MEN BY THESE PRESENTS: That we, the undersigned, each being a natural person of full age and a citizen of the United States of America, have voluntarily and do hereby associate ourselves together for the purpose of forming a corporation under the laws of the state of Idaho, Idaho Code Title 30, Chapter 1, and we do hereby certify, declare and adopt the following Articles of Incorporation.

I.

The name of this corporation shall be MTD, Inc.

II.

The period of existence and duration of the life of this corporation shall be perpetual.

III.

The address of the initial registered office of this corporation, and the name of the initial registered agent at such address is Mutual Canal Road, Bruneau, Idaho, 83604; Michael V. Pullen.

IV.

The purposes for which this corporation is organized are as follows: to engage in the transaction of any or all lawful business for which corporations may be incorporated under the Idaho Business Corporation Act.

V.

This corporation shall have authority to issue ten thousand (10,000) shares of stock; said aggregate number of shares being all of one class and with a par value of one cent (\$0.01).

VI.

The name and post office address of each incorporator is as follows:

<u>Name</u>	<u>Address</u>
Michael V. Pullen	HC 85 Box 198 Bruneau, ID 83604

VII.

The first Board of Directors shall consist of three (3) directors, but during their term of office, or thereafter, the number of directors may be increased or decreased from time to time as may be provided by the bylaws; provided, however, that the number of directors constituting a board shall not be less than one (1) nor more than eight (8).

The following persons are named directors of this corporation to serve until their successors are elected and qualified:

<u>Name</u>	<u>Address</u>
Michael V. Pullen	HC 85 Box 198 Bruneau, ID 83604
Darin Smith	HC 85 Box 374 Grandview, ID 83624
Timothy Matthews	HC 85 Box 359 Grandview, ID 83624

VIII.

All or any meetings of the shareholders, or of the board of directors may be held within or without the state of Idaho.

IX.

To the fullest extent permitted by the Idaho Business Corporation Act, as it now exists or may hereafter be amended, a director of this corporation shall not be liable to the corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except to the extent that such exemption from liability or limitation thereof is not permitted under the Idaho Business Corporation Act as the same exists or may hereafter

be amended. Any repeal or modification of this paragraph by the stockholders of the corporation shall be prospective only and shall not adversely affect any limitation on the personal liability of a director of the corporation existing at the time of such repeal or modification.

X.

The power to repeal and amend the bylaws and adopt new bylaws is hereby conferred upon the directors, as well as upon the shareholders, to be exercised by such vote of said directors, or of the allotted shares, as the case may be, not less, however, than a majority thereof, as may be fixed by the bylaws.

IN WITNESS WHEREOF, the undersigned has executed duplicate originals of these Articles of Incorporation this 7 day of December, 1992.


Michael V. Pullen, Incorporator

STATE OF IDAHO

County of Ada

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) ss.
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On this 7th day of December, 1994, before me came the undersigned, a notary public in and for said state, personally appeared **MICHAEL V. PULLEN** known to me to be the person whose name is subscribed to the foregoing Articles of Incorporation, and acknowledged to me that he executed the same.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed my official seal the day and year in this certificate first above written.

Loren M. Koch
Notary Public for Idaho
Residing at: Nampa, Idaho
Comm. Expires: 5-1-98